

## AMENDED CERTIFICATE OF AUTHORITY **FOREIGN CORPORATION APPLICATION**

SECRETARY OF STATE SFN 13107 (06-2006)

## SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

- 1.A. The application  $\underline{\text{MUST}}$  be accompanied by  $\underline{\text{ALL}}$  of the following:
  - \*Filing fee of \$40
  - If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Incorporation are filed.

FOR OFFICE USE ONLY							
ID#:							
WO#:							
Filed:	By:						

- B. The following MAY be required:
  - \*Signed Consent of Registered Agent and fee of \$10 \*Signed consent to use of name and fee of \$10

  - Trade Name Registration and fee of \$25

	Counti	y wile	ie Ailicies di Ilici	orporation are filed.												
TY	PE OR PRI	NT LE	GIBLY		Fo	refe	erence, see North	Dakot	a Cei	ntury C	ode, Sectio	on 10-19	9.1-137 or 1	0-33-130.		
2.	Type of cor	porati	on applying for a	nority: (check o	ity: (check one)				Reason for Amended Certificate of Authority:							
	Foreigr	Busi	ness	Foreign Professional	Foreign	profit	Name	changed Correction								
4.	Name of co	rporat	ion <u>EXACTLY</u> as	s currently authorized by th	ne North Dakota	North Dakota Secretary of State:					5. Feder	ral ID#:				
6.	Name of co	rporat	ion <u>as amended.</u>	EXACTLY as it appears of	on Certificate o	f Fac	ct from state or cou	untry c	of orig	in:						
7.	<ul> <li>If applicable, provide the trade name and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota. Only provide the trade name in this line if: <ul> <li>a) The "new" corporate name is not in the form as required of corporations in North Dakota.</li> <li>b) The Secretary of State has notified the corporation that its "new" corporate name is the same as or deceptively similar to a name already registered, and the corporation is unabe to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota.</li> <li>c) The corporation does not wish to use or protect its "new" corporate name in North Dakota and chooses to use a name other than its corporate name.</li> </ul> </li> </ul>															
8.	Physical an	<u>d mai</u>	<u>ling</u> address of p	rincipal executive office w	hich <u>may not o</u>	nly b	e a post office box	<u>::</u> (Str	eet/R	R, PO	Box, City,	State, Z	ip+4)			
9.	STATE or co		where	10. <b>EXACT</b> date incorpora (Month, day, <b>AND</b> year		11	. Duration of corp	poration: 1			12. Tele	12. Telephone #:				
	moorporato				rcar)	☐ Perpetual ☐ Other (Specif	fy) 1			13 Toll-	3. Toll-free telephone #:					
											15. 1611	nee ten	грионе #.			
14	. Name of re	quired	registered agen	t <u>in North Dakota:</u> (SEE IN	NSTRUCTION ?	14)		15.	Fede	ral ID/s	ocial secu	rity # of	registered a	agent:		
				egistered agent in NORTH e corporation conducts or						ox: (St	reet/RR, P0	O Box, (	City, State,	Zip+4)		
18		eck bo		OFFICERS A	AND DIRECTO	RS (	OF THE CORPOR	ATIO	N							
C		icer als erves a		NAME					COM	IPLETE	E MAILING	ADDRI	ESS			
		director	ī			Stı	reet/RR		Вох		City		State	Zip+4		
PI	RESIDENT															
VI	ICE PRES.															
SI	ECRETARY															
TF	REASURER															
DI	IRECTOR															
DI	IRECTOR															
19	. The unders	igned	, a person autho	rized by the corporation to	sign this appli	catio	n, knows the conte	ents th	nereo	f, and b	pelieves the	e staten	nents to be	true.		
Sig	gnature:										Date	:				
20	. Name of pe	rson t	o contact if ques	n: E-mail add	E-mail address:						Daytime telephone #:					

## INSTRUCTIONS FOR AMENDED CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION

A foreign corporation holding a Certificate of Authority in the State of North Dakota must promptly apply for an Amended Certificate of Authority:

When the corporation changes its corporate name, or When statements on the application for Certificate of Authority or its last Amended Certificate of Authority are no longer correct, or were not correct at the time of filing.

An Amended Certificate of Authority is not required if only the registered agent or address of the registered agent has changed. The registered agent or address of the registered agent may be changed by filing the Registered Agent Statement of Change. Contact the Secretary of State's Office if a form is required for Registered Agent Statement of Change. An Amended Certificate of Authority is not required if only the names and addresses of the officers of a corporation have changed. Changes to the names and addresses of officers may be recorded on the next Annual Report required to be filed by the corporation.

The following numbers correspond to the numbered sections on the front of this form.

- 1. A. The application for Amended Certificate of Authority must be accompanied by the following:
  - \* Filing fee of \$40.

(Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using Visa,

- If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Incorporation are filed. A copy, or certified copy of articles of amendment, is not acceptable. The certificate must have been certified within 90 days of the date of application.
- B. The application for Amended Certificate of Authority may be required to be accompanied by the following:
  - Signed Consent of the Registered Agent and fee of \$10 when the corporation is changing the registered agent.
  - · Signed consent to use of name and fee of \$10 when the corporation is already aware of a conflict with its corporate name as amended.
  - Trade Name Registration and fee of \$25 when the corporation assumes a name, other than its corporate name as amended, for use in North
- 2. Indicate whether the application is being submitted for an Amended Certificate of Authority for a foreign business corporation, a foreign professional corporation, or a foreign nonprofit corporation.
- 3. Indicate whether the Amended Certificate of Authority is required as a result of an amendment to the corporate name, or amendment or correction of other information disclosed on the application for Certificate of Authority or the last application for Amended Certificate of Authority.
- Provide the corporate name <u>EXACTLY</u> as provided in the Certificate of Authority or last Amended Certificate of Authority issued by the North Dakota Secretary of State. (Punctuation and abbreviations must be consistent as registered.)
- 5. To properly maintain corporate records, the Federal ID number is required.

**Privacy**: In compliance with N.D.C.C., Section 10-19.1-149.1, social security or Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate corporate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.

- Provide the correct corporate name as amended in the state or country of incorporation. Punctuation and abbreviations must be consistent with those in the name on the certificate from the government officer of the state or country where Articles of Incorporation are filed.
- 7. Provide the trade name and the Trade Name Registration form with \$25 if the corporation cannot use its corporate name because:
  - a) The corporate name is not in the form as required of a corporation in North Dakota. The name must be in the English language or in any other language expressed in English letters or characters.

The name of a foreign business corporation must also include the word "corporation", "company", or "limited", or an abbreviation of one of these words. If a foreign corporation's name does not contain one of these words or abbreviations, the corporation must elect one to be used in North Dakota. The application must be rejected if an election is not made and the corporate name in number 6 is not in compliance with this

The name of a foreign professional corporation shall contain words or abbreviations required or authorized by the laws of the jurisdiction in which it

For reference, see N.D.C.C., Sections 10-19.1-133, 10-31-05, or 10-33-126.

b) The North Dakota Secretary of State has notified the corporation that its corporate name is the same as or deceptively similar to a name already registered and the corporation is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota.

North Dakota law provides that a corpate name may not be the same as, or deceptively similar to, a name previously registered with the Secretary of State. The name may be used if the corporation obtains a court decree or signed consent to use of name that is submitted with a fee of \$10. The applicant must draft the consent to use of name since a form for the consent is not prescribed by the Secretary of State. If consent to use of name cannot be obtained, a trade name (dba) must be elected.

c) The corporation does not wish to use or protect its corporate name in North Dakota and chooses to use a trade name instead.

**TRADE NAMES:** A corporation may choose to use any trade name (dba) in addition to its corporate name in North Dakota. The trade name must be registered with the Secretary of State. However, the trade name should not be provided in number 7, except as described above. Instead, complete and attach the Trade Name Registration and fee of \$25 for each assumed name. Contact the Secretary of State's office for the Trade Name Registration

8. The physical and mailing address of the corporation's principal executive office wherever located, is required.

In this section, as well as all other sections requiring addresses on this application, an address must include a street or rural address, a postal box number if applicable, and the city, state, and zip code plus 4-digit extension. This address may not only be a post office box.

- 9. Identify the state or country in which the corporation is incorporated.
- Provide the <u>EXACT</u> date (month, day <u>and</u> year) when the corporation was incorporated. This date must correspond to the date if specified in the Certificate of Fact.
- 11. Identify whether the corporation is incorporated with "perpetual" existence or provide the specific date on which it is to be dissolved.
- 12. The telephone number of the corporation's principal executive office is required.
- 13. Provide a toll-free telephone number if the corporation has one.

## INSTRUCTIONS FOR AMENDED CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION (CONTINUED)

- 14. A corporation <u>must</u> continuously maintain a registered agent and the address of the agent in North Dakota. Provide the name of the individual North Dakota resident, domestic or foreign corporation, <u>or</u> domestic or foreign limited liability company appointed to serve as registered agent in North Dakota. A corporation, <u>or</u> limited liability company appointed as registered agent must be registered and in good standing with the North Dakota Secretary of State. If a corporation or limited liability company is named as registered agent, provide the "correct" name of the corporation or limited liability company. A corporation cannot serve as its own registered agent.
- 15. To properly identify registered agents, the Federal ID number or social security number of the registered agent is required. (For **Privacy** statement see number 5.)
- 16. Provide the <u>complete</u> physical and mailing address <u>in North Dakota</u> of the appointed registered agent. (See definition of complete mailing address in number 8.) <u>A post office box number is not sufficient address for service of process.</u>
- 17. Give a brief explanation of the purposes or nature of business the corporation conducts or intends to conduct in North Dakota.
- If the corporation is involved in the business of insurance, clearly define that the corporation is a business corporation selling or servicing insurance products. A corporation that actually backs the claims may not be required to maintain a Certificate of Authority with the Secretary of State.
- 18. This section must reflect names and complete addresses of all officers and directors. (See definition of complete mailing address in number 8.)
- 19. The application must be dated and signed by an individual authorized to sign on behalf of the corporation.
- 20. Provide the name and daytime telephone number of the person to contact for any issues related to this application.

ASSISTANCE: If assistance is required to complete the application, call 701-328-2904.

**EXPEDITING PROCESS:** Be sure to complete number 20. If documents are being submitted by someone other than the corporation, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

Email: Email is not a secure utility for the transmission of private information or credit card authorizations. DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.

**FAX FILING:** Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the application in the office of the Secretary of State.

Secretary of State State of North Dakota 600 E Boulevard Ave Dept 108 Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: www.nd.gov/sos



Address:

City:

State: Zip Code:

VISA Master Card Discover

Account Number:

V# Card Expires:
Month Year
Date:

Date: